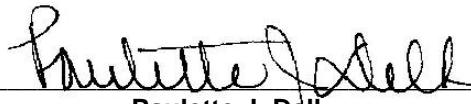




Dated: May 06, 2015
The following is SO ORDERED:


Paulette J. Delk
UNITED STATES BANKRUPTCY JUDGE

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TENNESSEE
WESTERN DIVISION**

In re:

WORLEY BROTHERS SCRAP
IRON & METAL, INC.

Case No. 14-26318-PJD
Chapter 11

Debtor.

**ORDER CONFIRMING DEBTOR'S CHAPTER 11 PLAN
OF REORGANIZATION, AS MODIFIED**

This cause came on to be heard on the 21st day of April 2015, before the Honorable Paulette J. Delk, United States Bankruptcy Judge for confirmation of the Debtor's First Amended Chapter 11 Plan of Reorganization (the "Plan") [Docket 336], and upon the objections to confirmation filed on behalf of Advantage Companies, LLC [Docket 245]; the U.S. Trustee [Docket 245]; FirstBank [Docket 250]; Belz Investment Co., Inc. [Docket 252]; City of Memphis, Shelby County Trustee [Docket 263]; and Capital One Equipment Leasing & Finance [Docket 251]; and Debtor's First Amended Disclosure Statement (the "Disclosure Statement")

[Docket 229] and Plan having been filed on April 21, 2015; the Debtor's solicitation of the Plan; and due and proper notice of the confirmation hearing having been given to holders of Claims and Equity Interests of Worley Brothers Scrap Iron & Metal, Inc. (the "Debtor") and other parties in interest in accordance with the Court's Order and Notice dated January 14, 2015 approving the Disclosure Statement and establishing the procedures for soliciting votes on the Plan (the "Disclosure Statement Order"); and the objections to the Plan having been withdrawn, resolved or overruled; and upon the entire record of this Chapter 11 Case, and the entire case record and after due deliberation and sufficient cause appearing therefore;

THE COURT HEREBY FINDS AS FOLLOWS:

JURISDICTION AND NOTICE

- A. The confirmation of the Plan is a core proceeding under 28 U.S.C. § 157(b)(2)(L). The Court is empowered to enter a final and dispositive order concerning the Plan and matters related thereto pursuant to 28 U.S.C. §§ 157(b) and 1334.
- B. The Debtor is an eligible Debtor under section 109 of the Bankruptcy Code, and venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
- C. The Disclosure Statement contains adequate information within the meaning of 11 U.S.C. § 1125 and is approved on a final basis in all respects.
- D. Due, proper, timely, sufficient and adequate notice of the Plan and the Confirmation Hearing, together with deadlines for voting on, and filing objections to, the Plan has been given to all holders of Claims and/or Interests and other parties in interest in accordance with the procedures established by the Disclosure Statement Order, the Bankruptcy Code, the Bankruptcy Rules, the local rules of the Bankruptcy Court and all other applicable laws, rules and regulations, and in satisfaction of applicable due process considerations, and the Court finding

that such notice is adequate, sufficient, and appropriate in accordance with Federal Rules of Bankruptcy Procedure 2002(b), 3017(d) and 3017(e).

E. The Disclosure Statement, the Plan, and appropriate ballots were transmitted and served in compliance with 11 U.S.C. § 1126(b).

VOTING

F. The solicitation by the Debtor of votes on the acceptance or the rejection of the Plan was conducted in good faith and complied with sections 1125 and 1126 of the Bankruptcy Code, Bankruptcy Rules 3017 and 3018 and all other applicable provisions of the Bankruptcy Code and all other applicable laws, rules, and regulations.

G. The procedures by which the ballots to accept or reject the Plan (a) were distributed to holders of Claims against and interest in the Debtor and b) were tabulated, were fair, properly conducted, and in accordance with the Bankruptcy Code, the Bankruptcy Rules, the local rules of the Bankruptcy Court and all other applicable laws, rules, and regulations.

H. As evidenced by the Tabulation of Votes, at least two-thirds in amount and more than one half in number of the holders of Claims and Interests in Impaired Classes who timely and properly submitted ballots, accepted the Plan. EH National Bank (“EHNB”) has or will file ballots accepting the Plan.

I. Voting on the Plan is summarized in the Tabulation of Ballots. Based on the information in the Tabulation of Ballots and oral findings by the Court at the Confirmation Hearing, the Court concludes that the results of the voting is correct, and appropriate in accordance 11 U.S.C. § 1129 of the Bankruptcy Code.

COMPLIANCE WITH SECTION 1129

J. The proponent of the Plan has complied with, all applicable provisions of the Bankruptcy Code, and the Plan satisfies all provisions of 11 U.S.C. § 1129(a).

K. The objections to the Plan filed by the U.S. Trustee, FirstBank, Wells Fargo Equipment Finance, Wells Fargo Bank, the City of Memphis, the Shelby County Trustee and Belz Investment Co., Inc. have been resolved by separate orders, which orders shall control over any conflicting provisions of the Plan or this Order.

L. The Objection to Confirmation filed by Advantage Companies, LLC was withdrawn in consideration of the Plan Amendments set forth herein:

- Class 11 claims will be paid in full over a seven (7) year period. Payments will commence at the end of the third quarter of 2015 at \$5,000 per month for 36 months. Thereafter quarterly installments of \$71,750 will be made until the class is paid in full.

M. The Motion for Adequate Protection, Motion for Relief from the Automatic Stay [Docket 182] and the objection to the Plan [Docket No. 252] filed by Belz Investment Col, Inc. are hereby deemed withdrawn and resolved pursuant to Consent Order between the parties, which is incorporated herein by reference and made a part hereof.

N. Malvern National Bank voted an acceptance of the Plan upon the agreement that the following language would be added to the Plan set forth herein:

- Class 6 collateral also includes certain radiation detection equipment.
- Further, nothing in the Plan or this Order shall affect the pre-petition loan documents, including any personal guaranty, and same shall remain in full force and effect.

O. The Objection to Confirmation filed by Capital One Equipment Leasing & Finance was withdrawn in consideration of the Amended Plan and the consent order dated March 13, 2015 [Docket 290].

WHEREFORE IT IS ORDERED, ADJUDGED AND DECREED by the Court:

1. That the First Amended Chapter 11 Plan of Reorganization filed by the Debtor on April 21, 2015 [Docket 336], as modified in open Court, be, and the same is hereby, confirmed subject to the terms and provisions of this Order and of any separate orders addressing the treatment of creditors' claims under the Plan, which orders shall control over any conflicting provisions of the Plan or this Order.

2. That all objections have been withdrawn, resolved or overruled.

3. That notwithstanding anything in the Plan to the contrary, the Debtor shall pay claims in the following order:

(a) Any outstanding fees owed to the United States Trustee pursuant to 28 U.S.C. § 1930(a)(6);

(b) Allowed fees of professionals, with appropriate reserves for asserted professional fee claims that have not been allowed or disallowed as of the distribution date;

(c) All other classes of claims in the priority set forth in the Plan.

Approved:

/s/Steven N. Douglass
Steven N. Douglass (# 09770)
Harris Shelton Hanover Walsh, PLLC
40 S. Main, Suite 2700
Memphis, Tennessee 38103
Telephone: (901) 525-1455
Email: sdouglass@harrisshelton.com

/s/ Carrie Ann Rohrscheib
Carrie Ann Rohrscheib (#022991)
United States Trustee's Office
200 Jefferson Avenue, Suite 400
Memphis, Tennessee 38103
Telephone: (901) 544-3303

/s/ Harris P. Quinn
Harris P. Quinn (# 07333)
50 North Front Street, Suite 845
Memphis, Tennessee 38103
Telephone: (901) 577-1042
Email: harrisquinn@pqflegal.com

/s/ Jeffrey D. Germany
Jeffrey D. Germany (# 11823)
45 N. Third Street, Suite 201
Memphis, Tennessee 38103
Telephone: (901) 522-0050
Email: jeff@mortongermany.com

/s/ Johnathan Horton

/s/ Ruthie Hagan
Ruthie Hagan (# 26839)
165 Madison Avenue, Suite 2000
Memphis, Tennessee 38103
Telephone: (901) 577-8214
Email: rhagan@bakerdonelson.com

/s/ Russell Savory
Russell W. Savory, Esq.
88 Union Avenue, 14th Floor
Memphis, Tennessee 38103
Telephone (901) 523-1110

/s/ Roger Stone
Roger A. Stone (# 08358)
200 Jefferson Avenue, Suite 1000
Memphis, Tennessee 38103
Telephone: (901) 528-1111
Email: rstone@stonehiggsdrexler.com

Service to be made upon the matrix.